

Board of Directors' proposals to the Annual General Meeting 2024

Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting a dividend of EUR 0.75 per share out of distributable earnings of the fiscal year 2023 to be paid. The dividend will be paid to shareholders registered in the Register of Shareholders maintained by Euroclear Finland Ltd. on the record date of the dividend distribution, March 28, 2024. The Board of Directors proposes that the dividend will be paid on April 12, 2024. Dividend shall not be paid to treasury shares.

Resolution on the remuneration of the members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Nomination Committee that the annual remuneration payable to the Board members elected at the same meeting for a term until the close of the Annual General Meeting in 2025 will remain as are as follows: the Chair of the Board of Directors EUR 55,000 and each Board member EUR 40,000 per annum. Approximately 40% of the remuneration will be paid in Vaisala Corporation's series A shares acquired from the market and the rest in cash.

The Board of Directors proposes to the Annual General Meeting that the attendance fees will remain as are, and for the Chair of the Audit Committee they would be EUR 1,500 per attended meeting and EUR 1,000 for each member of the Audit Committee and Chair and each member of the Remuneration and HR Committee and any other committee established by the Board of Directors for a term until the close of the Annual General Meeting in 2025. In addition, members of the Board residing outside of Finland will be paid a meeting fee of EUR 1,000 per meeting attended. The attendance fees are paid in cash.

Possible travel expenses are proposed to be reimbursed according to the travel policy of the company.

Resolution on the remuneration of the Auditors

The Board of Directors proposes to the Annual General Meeting that the Auditor be reimbursed according to their invoice presented to the company.

Election of Auditor

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Audit Committee that PricewaterhouseCoopers Oy, Authorized Public Accountants, be elected as the company's auditor until the close of the Annual General Meeting in 2025. PricewaterhouseCoopers Oy has nominated Ylva Eriksson, APA, as the auditor with principal authority.

Resolution on remuneration of sustainability reporting assurer

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Audit Committee that the sustainability reporting assurer be reimbursed according to their invoice presented to the company.

Election of sustainability reporting assurer

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Audit Committee that Authorized Sustainability Auditors PricewaterhouseCoopers Oy be elected as the company's sustainability reporting assurer until the close of the Annual General Meeting in 2025. PricewaterhouseCoopers Oy has nominated Ylva Eriksson, Authorized Sustainability Auditor (KRT), as the assurer with principal authority.

Proposal by the Board of Directors for authorizing the Board of Directors to decide on the directed repurchase of own series A shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to resolve on the directed repurchase of a maximum of 800,000 of the company's own series A shares in one or more instalments with funds belonging to the company's unrestricted equity.

Shares shall be repurchased in a proportion other than that of the shareholders' current shareholdings in the company in public trading arranged by Nasdaq Helsinki Ltd at the market price on the moment of repurchase (directed repurchase). The shares shall be repurchased and paid according to the rules of Nasdaq Helsinki Ltd and Euroclear Finland Ltd. Shares so purchased can be used as consideration in possible acquisitions or in other arrangements that are part of the company's business, to finance investments, as part of the company's incentive programs, or be retained, conveyed, or cancelled by the company. The Board of Directors is authorized to resolve on the repurchase of own shares in all other respects.



The Board of Directors proposes that this authorization is valid until the closing of the next Annual General Meeting, however, no longer than September 26, 2025. The authorization replaces the previous authorization for directed repurchase of own series A shares granted by the Annual General Meeting on March 28, 2023.

Proposal by the Board of Directors for authorizing the Board of Directors to decide on the issuance of the company's own shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the issuance of the company's own shares as follows:

The authorization concerns only treasury series A shares. The authorization is limited to a maximum of 936,697 shares, which represents 3.15% of series A shares in the company and 2.57% of all shares in the company. The issuance of own shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue). The authorization entitles the issuance of treasury series A shares as a directed issue without payment as part of the company's share-based incentive plans. The Board of Directors can also use this authorization to grant special rights entitling subscription of the company's own shares that are held by the company. The subscription price of the shares can instead of cash also be paid in full or in part as contribution in kind. The Board of Directors is authorized to decide on all other conditions of the issuance of own shares.

The Board of Directors proposes that this authorization is valid until the closing of the next Annual General Meeting, however, no longer than September 26, 2025. The authorization for the company's incentive plans shall however be valid until March 26, 2028. The authorization replaces the previous authorization for issuing own shares granted by the Annual General Meeting on March 28, 2023.

Vantaa, February 13, 2024

Vaisala Corporation
Board of Directors